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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 14065  
(Vector Cantech Inc)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Vector Cantech Inc(the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14065 (Vector Cantech Inc) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, in October 2005, Vector Cantech Inc submitted a reclamation demand (the "Reclamation Demand") to the Debtors.

WHEREAS, on July 31, 2006, Vector Cantech Inc filed proof of claim number 14065 against Delphi Automotive Systems LLC asserting a claim in the amount of \$267,735.70 (the "Claim").

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, and Consensually Modified and Reduced Claims ("Nineteenth Omnibus Claims Objection") (Docket No. 8617) (the "Objection").

WHEREAS, on August 09, 2007, Vector Cantech Inc filed its response to the Objection (Docket No. 8991) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Vector Cantech Inc have agreed to enter into this Stipulation.

WHEREAS, pursuant to this Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems LLC in the amount of \$249,253.70.

WHEREAS, Vector Cantech Inc further acknowledges that it will waive the right to seek administrative priority status for any portion of the Claim on the grounds that it has a reclamation claim against the Debtors.

WHEREAS, Vector Cantech Inc acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Vector Cantech Inc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$249,253.70 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.

2. Vector Cantech Inc waives its right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for any portion of the Claim on the grounds that it has a reclamation claim against the Debtors on account of the Reclamation Demand.

3. The Reclamation Demand shall be deemed withdrawn with prejudice.
4. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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/s/ Bruce D. Emaus

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**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, Jonathan Green, who filed the Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the withdrawal with prejudice of the Response.

Name of Party Who

Filed Response::      Jonathan Green, Miller Canfield  
                             Paddock & Stone PLC

By:      /s/ Jonathan Green

Name:      Jonathan Green

Title:      Counsel

Date:      December 18, 2007

